

Board of Director's report on the first item on the agenda.

Appointment of one Member of the Board of Directors.

Shareholders,

following the resignation from the Board of Directors of Mr Dario Scannapieco, effective from 03.09.2007, at its meeting on 12.09.2007, the Board of Directors co-opted Mr Francesco Parlato, whose term of office will expire at this meeting pursuant to Article 2386 of the Italian Civil Code.

The Articles of Association state that the Shareholders' Meeting should appoint replacement directors based on the statutory majority and according to the procedures referred to in Article 18.5. In this specific case, it will not be possible to appoint a candidate pertaining to the same list as that to which the retiring director belonged, there being no remaining candidates on this list who have not previously been elected.

As such, we invite you to appoint a new Member of the Board of Directors, and to that end we propose confirming the appointment of Mr Francesco Parlato until the expiry of the term of office of the current Board of Directors. Mr Francesco Parlato's CV is attached to this report.

Should the Shareholders wish to propose the appointment of other candidates, these nominations may be submitted directly during the meeting and a declaration should be produced whereby the interested party accepts the nomination and certifies, under his/her own responsibility, that he/she is eligible and has no conflict of interest and that the requirements provided by current legislation have been met. Shareholders are reminded that, since Finmeccanica – Società per azioni is registered in the special section of the general list of "Financial Intermediary", as referred to in Article 113 of Legislative Decree No. 385 of 1 September 1993, the candidate must also comply with the integrity requirements provided by Decrees 516 and 517 of the Minister of the Treasury, Budget and Economic Planning of 30 December 1998.

To allow the Company to comply with the relevant duties of disclosure, a CV describing the personal and professional data of the candidate must also be submitted, with an indication of eventual suitability to be qualified as “independent”.

For the Board of Directors

The Chairman and Chief Executive Officer

(Pier Francesco Guarguaglini)

C.V. Mr Francesco PARLATO

FRANCESCO PARLATO

Born in Rome on 17.04.1961, he has a degree in economy from LUISS university of Rome. He has been a director of the Finance and Privatisations Directorate General of the Italian Treasury since July 2007, after having been director of the office for the privatisation of groups and companies owned by the economy and finance ministry from January 2003. Previously, he was an executive officer in IRI's finance department for many years. He is currently a director of GSE SpA (of which he is also chairman of the Compensation Committee) and Fincantieri SpA, as well as a member of the steering committee of Cassa Depositi e Prestiti; furthermore, he has been a director of Tirrenia di Navigazione SpA and Mediocredito del Friuli Venezia Giulia SpA.